

CONFIDENTIAL

RECORDATION NO. 25450-6 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

AUG 05 '05 2-27 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

August 5, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, New Jersey 08540

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• Mr. Vernon A. Williams
August 5, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

130 GRL Coal Gondola railcars: PNJX 51360 -- PNJX 51489

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and
Rider No. 13.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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EXECUTION COPY

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 13

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No.13 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 13, dated as of July 29, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

RECORDATION NO. 25450-6 FILED
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SURFACE TRANSPORTATION BOARD

CHH:1490593.2

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STATE OF ILLINOIS)

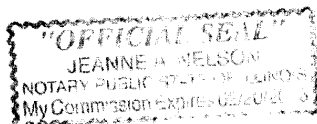
) SS:

COUNTY OF COOK)

On this 1st day of August, 2005, before me personally appeared James N. Muday to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires:



CHI:1490593.2

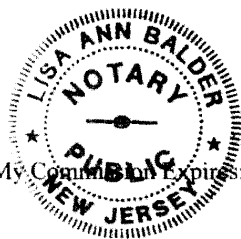
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STATE OF NEW JERSEY)
)
COUNTY OF MERCER)

SS:

On this 29th day of July, 2005, before me personally appeared Erschel C. Redd, Jr., to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A. Balder
Notary Public

CH1:1490593.2

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EXHIBIT A

| Unit Count | AAR Reporting Mark | Car Type | Manufacturer |
|-----------------------|-------------------------------|------------------------------|---------------------|
| 1 | PNJX 51360 | Aluminum Bethgon II Coal Car | Johnstown America |
| 2 | PNJX 51361 | Aluminum Bethgon II Coal Car | Johnstown America |
| 3 | PNJX 51362 | Aluminum Bethgon II Coal Car | Johnstown America |
| 4 | PNJX 51363 | Aluminum Bethgon II Coal Car | Johnstown America |
| 5 | PNJX 51364 | Aluminum Bethgon II Coal Car | Johnstown America |
| 6 | PNJX 51365 | Aluminum Bethgon II Coal Car | Johnstown America |
| 7 | PNJX 51366 | Aluminum Bethgon II Coal Car | Johnstown America |
| 8 | PNJX 51367 | Aluminum Bethgon II Coal Car | Johnstown America |
| 9 | PNJX 51368 | Aluminum Bethgon II Coal Car | Johnstown America |
| 10 | PNJX 51369 | Aluminum Bethgon II Coal Car | Johnstown America |
| 11 | PNJX 51370 | Aluminum Bethgon II Coal Car | Johnstown America |
| 12 | PNJX 51371 | Aluminum Bethgon II Coal Car | Johnstown America |
| 13 | PNJX 51372 | Aluminum Bethgon II Coal Car | Johnstown America |
| 14 | PNJX 51373 | Aluminum Bethgon II Coal Car | Johnstown America |
| 15 | PNJX 51374 | Aluminum Bethgon II Coal Car | Johnstown America |
| 16 | PNJX 51375 | Aluminum Bethgon II Coal Car | Johnstown America |
| 17 | PNJX 51376 | Aluminum Bethgon II Coal Car | Johnstown America |
| 18 | PNJX 51377 | Aluminum Bethgon II Coal Car | Johnstown America |
| 19 | PNJX 51378 | Aluminum Bethgon II Coal Car | Johnstown America |
| 20 | PNJX 51379 | Aluminum Bethgon II Coal Car | Johnstown America |
| 21 | PNJX 51380 | Aluminum Bethgon II Coal Car | Johnstown America |
| 22 | PNJX 51381 | Aluminum Bethgon II Coal Car | Johnstown America |
| 23 | PNJX 51382 | Aluminum Bethgon II Coal Car | Johnstown America |
| 24 | PNJX 51383 | Aluminum Bethgon II Coal Car | Johnstown America |
| 25 | PNJX 51384 | Aluminum Bethgon II Coal Car | Johnstown America |
| 26 | PNJX 51385 | Aluminum Bethgon II Coal Car | Johnstown America |
| 27 | PNJX 51386 | Aluminum Bethgon II Coal Car | Johnstown America |
| 28 | PNJX 51387 | Aluminum Bethgon II Coal Car | Johnstown America |
| 29 | PNJX 51388 | Aluminum Bethgon II Coal Car | Johnstown America |
| 30 | PNJX 51389 | Aluminum Bethgon II Coal Car | Johnstown America |
| 31 | PNJX 51390 | Aluminum Bethgon II Coal Car | Johnstown America |
| 32 | PNJX 51391 | Aluminum Bethgon II Coal Car | Johnstown America |
| 33 | PNJX 51392 | Aluminum Bethgon II Coal Car | Johnstown America |
| 34 | PNJX 51393 | Aluminum Bethgon II Coal Car | Johnstown America |
| 35 | PNJX 51394 | Aluminum Bethgon II Coal Car | Johnstown America |
| 36 | PNJX 51395 | Aluminum Bethgon II Coal Car | Johnstown America |
| 37 | PNJX 51396 | Aluminum Bethgon II Coal Car | Johnstown America |
| 38 | PNJX 51397 | Aluminum Bethgon II Coal Car | Johnstown America |
| 39 | PNJX 51398 | Aluminum Bethgon II Coal Car | Johnstown America |
| 40 | PNJX 51399 | Aluminum Bethgon II Coal Car | Johnstown America |
| 41 | PNJX 51400 | Aluminum Bethgon II Coal Car | Johnstown America |
| 42 | PNJX 51401 | Aluminum Bethgon II Coal Car | Johnstown America |
| 43 | PNJX 51402 | Aluminum Bethgon II Coal Car | Johnstown America |
| 44 | PNJX 51403 | Aluminum Bethgon II Coal Car | Johnstown America |
| 45 | PNJX 51404 | Aluminum Bethgon II Coal Car | Johnstown America |
| 46 | PNJX 51405 | Aluminum Bethgon II Coal Car | Johnstown America |
| 47 | PNJX 51406 | Aluminum Bethgon II Coal Car | Johnstown America |
| 48 | PNJX 51407 | Aluminum Bethgon II Coal Car | Johnstown America |
| 49 | PNJX 51408 | Aluminum Bethgon II Coal Car | Johnstown America |
| CH13900593 | PNJX 51409 | Aluminum Bethgon II Coal Car | Johnstown America |

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EXHIBIT A

| Unit Count | AAR Reporting Mark | Car Type | Manufacturer |
|-----------------------|-------------------------------|------------------------------|---------------------|
| 51 | PNJX 51410 | Aluminum Bethgon II Coal Car | Johnstown America |
| 52 | PNJX 51411 | Aluminum Bethgon II Coal Car | Johnstown America |
| 53 | PNJX 51412 | Aluminum Bethgon II Coal Car | Johnstown America |
| 54 | PNJX 51413 | Aluminum Bethgon II Coal Car | Johnstown America |
| 55 | PNJX 51414 | Aluminum Bethgon II Coal Car | Johnstown America |
| 56 | PNJX 51415 | Aluminum Bethgon II Coal Car | Johnstown America |
| 57 | PNJX 51416 | Aluminum Bethgon II Coal Car | Johnstown America |
| 58 | PNJX 51417 | Aluminum Bethgon II Coal Car | Johnstown America |
| 59 | PNJX 51418 | Aluminum Bethgon II Coal Car | Johnstown America |
| 60 | PNJX 51419 | Aluminum Bethgon II Coal Car | Johnstown America |
| 61 | PNJX 51420 | Aluminum Bethgon II Coal Car | Johnstown America |
| 62 | PNJX 51421 | Aluminum Bethgon II Coal Car | Johnstown America |
| 63 | PNJX 51422 | Aluminum Bethgon II Coal Car | Johnstown America |
| 64 | PNJX 51423 | Aluminum Bethgon II Coal Car | Johnstown America |
| 65 | PNJX 51424 | Aluminum Bethgon II Coal Car | Johnstown America |
| 66 | PNJX 51425 | Aluminum Bethgon II Coal Car | Johnstown America |
| 67 | PNJX 51426 | Aluminum Bethgon II Coal Car | Johnstown America |
| 68 | PNJX 51427 | Aluminum Bethgon II Coal Car | Johnstown America |
| 69 | PNJX 51428 | Aluminum Bethgon II Coal Car | Johnstown America |
| 70 | PNJX 51429 | Aluminum Bethgon II Coal Car | Johnstown America |
| 71 | PNJX 51430 | Aluminum Bethgon II Coal Car | Johnstown America |
| 72 | PNJX 51431 | Aluminum Bethgon II Coal Car | Johnstown America |
| 73 | PNJX 51432 | Aluminum Bethgon II Coal Car | Johnstown America |
| 74 | PNJX 51433 | Aluminum Bethgon II Coal Car | Johnstown America |
| 75 | PNJX 51434 | Aluminum Bethgon II Coal Car | Johnstown America |
| 76 | PNJX 51435 | Aluminum Bethgon II Coal Car | Johnstown America |
| 77 | PNJX 51436 | Aluminum Bethgon II Coal Car | Johnstown America |
| 78 | PNJX 51437 | Aluminum Bethgon II Coal Car | Johnstown America |
| 79 | PNJX 51438 | Aluminum Bethgon II Coal Car | Johnstown America |
| 80 | PNJX 51439 | Aluminum Bethgon II Coal Car | Johnstown America |
| 81 | PNJX 51440 | Aluminum Bethgon II Coal Car | Johnstown America |
| 82 | PNJX 51441 | Aluminum Bethgon II Coal Car | Johnstown America |
| 83 | PNJX 51442 | Aluminum Bethgon II Coal Car | Johnstown America |
| 84 | PNJX 51443 | Aluminum Bethgon II Coal Car | Johnstown America |
| 85 | PNJX 51444 | Aluminum Bethgon II Coal Car | Johnstown America |
| 86 | PNJX 51445 | Aluminum Bethgon II Coal Car | Johnstown America |
| 87 | PNJX 51446 | Aluminum Bethgon II Coal Car | Johnstown America |
| 88 | PNJX 51447 | Aluminum Bethgon II Coal Car | Johnstown America |
| 89 | PNJX 51448 | Aluminum Bethgon II Coal Car | Johnstown America |
| 90 | PNJX 51449 | Aluminum Bethgon II Coal Car | Johnstown America |
| 91 | PNJX 51450 | Aluminum Bethgon II Coal Car | Johnstown America |
| 92 | PNJX 51451 | Aluminum Bethgon II Coal Car | Johnstown America |
| 93 | PNJX 51452 | Aluminum Bethgon II Coal Car | Johnstown America |
| 94 | PNJX 51453 | Aluminum Bethgon II Coal Car | Johnstown America |
| 95 | PNJX 51454 | Aluminum Bethgon II Coal Car | Johnstown America |
| 96 | PNJX 51455 | Aluminum Bethgon II Coal Car | Johnstown America |
| 97 | PNJX 51456 | Aluminum Bethgon II Coal Car | Johnstown America |
| 98 | PNJX 51457 | Aluminum Bethgon II Coal Car | Johnstown America |
| 99 | PNJX 51458 | Aluminum Bethgon II Coal Car | Johnstown America |
| 100 | PNJX 51459 | Aluminum Bethgon II Coal Car | Johnstown America |

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| Unit Count | AAR Reporting Mark | Car Type | Manufacturer |
|------------|--------------------|------------------------------|-------------------|
| 101 | PNJX 51460 | Aluminum Bethgon II Coal Car | Johnstown America |
| 102 | PNJX 51461 | Aluminum Bethgon II Coal Car | Johnstown America |
| 103 | PNJX 51462 | Aluminum Bethgon II Coal Car | Johnstown America |
| 104 | PNJX 51463 | Aluminum Bethgon II Coal Car | Johnstown America |
| 105 | PNJX 51464 | Aluminum Bethgon II Coal Car | Johnstown America |
| 106 | PNJX 51465 | Aluminum Bethgon II Coal Car | Johnstown America |
| 107 | PNJX 51466 | Aluminum Bethgon II Coal Car | Johnstown America |
| 108 | PNJX 51467 | Aluminum Bethgon II Coal Car | Johnstown America |
| 109 | PNJX 51468 | Aluminum Bethgon II Coal Car | Johnstown America |
| 110 | PNJX 51469 | Aluminum Bethgon II Coal Car | Johnstown America |
| 111 | PNJX 51470 | Aluminum Bethgon II Coal Car | Johnstown America |
| 112 | PNJX 51471 | Aluminum Bethgon II Coal Car | Johnstown America |
| 113 | PNJX 51472 | Aluminum Bethgon II Coal Car | Johnstown America |
| 114 | PNJX 51473 | Aluminum Bethgon II Coal Car | Johnstown America |
| 115 | PNJX 51474 | Aluminum Bethgon II Coal Car | Johnstown America |
| 116 | PNJX 51475 | Aluminum Bethgon II Coal Car | Johnstown America |
| 117 | PNJX 51476 | Aluminum Bethgon II Coal Car | Johnstown America |
| 118 | PNJX 51477 | Aluminum Bethgon II Coal Car | Johnstown America |
| 119 | PNJX 51478 | Aluminum Bethgon II Coal Car | Johnstown America |
| 120 | PNJX 51479 | Aluminum Bethgon II Coal Car | Johnstown America |
| 121 | PNJX 51480 | Aluminum Bethgon II Coal Car | Johnstown America |
| 122 | PNJX 51481 | Aluminum Bethgon II Coal Car | Johnstown America |
| 123 | PNJX 51482 | Aluminum Bethgon II Coal Car | Johnstown America |
| 124 | PNJX 51483 | Aluminum Bethgon II Coal Car | Johnstown America |
| 125 | PNJX 51484 | Aluminum Bethgon II Coal Car | Johnstown America |
| 126 | PNJX 51485 | Aluminum Bethgon II Coal Car | Johnstown America |
| 127 | PNJX 51486 | Aluminum Bethgon II Coal Car | Johnstown America |
| 128 | PNJX 51487 | Aluminum Bethgon II Coal Car | Johnstown America |
| 129 | PNJX 51488 | Aluminum Bethgon II Coal Car | Johnstown America |
| 130 | PNJX 51489 | Aluminum Bethgon II Coal Car | Johnstown America |

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/5/05



Robert W. Alvord

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IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 13, to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of July 29, 2005.

LESSOR:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: James N. Muday

Title: Vice President

LESSEE:

NRG POWER MARKETING INC.

By: 

Name: Erschel C. Redd Jr.

Title: Chairman, President and CEO
NRG Power Marketing Inc.

CHI:1490593.2

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